

IC 23-17-5

Chapter 5. Corporate Names

IC 23-17-5-1

Contents; distinguishable from other recorded names; waiver; exceptions; application of article to fictitious names

Sec. 1. (a) A corporate name:

(1) must contain the word "corporation", "incorporated", "company", or "limited" or the abbreviation "corp.", "inc.", "co.", or "Ltd.", or similar words or abbreviations in another language; and

(2) except as provided in subsection (e), may not contain language stating or implying that the corporation is organized for a purpose other than a purpose permitted by this article and the corporation's articles of incorporation.

(b) Except as authorized under subsections (c) and (d), a corporate name must be distinguishable upon the records of the secretary of state from the following:

(1) The corporate name of a nonprofit or business corporation incorporated or authorized to do business in Indiana.

(2) A corporate name reserved or registered under section 2 or 3 of this chapter.

(3) The fictitious name of a foreign business or nonprofit corporation authorized to transact business in Indiana because a real name is unavailable.

(c) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from at least one (1) of the names described in subsection (b). The secretary of state shall authorize use of the name applied for if:

(1) the other corporation consents to the use in writing; or

(2) the applicant delivers to the secretary of state a certified copy of the final judgment of a court of competent jurisdiction establishing the applicant's right to use the name applied for in Indiana.

(d) A corporation may use the name of another domestic or foreign business corporation that is used in Indiana if the other corporation is incorporated or authorized to do business in Indiana and the proposed user corporation:

(1) has merged with the other corporation;

(2) has been formed by reorganization of the other corporation; or

(3) has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

(e) Except as provided under IC 23-17-26-6, this article does not control the use of fictitious names.

As added by P.L.179-1991, SEC.1.

IC 23-17-5-2

Reservation of use; application; duration of reservation; transfer

Sec. 2. (a) A person may reserve the exclusive use of a name,

including a fictitious name for a foreign corporation whose name is not available, by delivering an application to the secretary of state for filing. The application must set forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name applied for is available, the secretary of state shall reserve the name for the applicant's exclusive use for a one hundred twenty (120) day period.

(b) The owner of a reserved name may transfer the reservation to another person by delivering to the secretary of state a signed notice of the transfer that states the name and address of the transferee.

As added by P.L.179-1991, SEC.1. Amended by P.L.277-2001, SEC.18.

IC 23-17-5-3

Registration of foreign corporation name; application; renewal conditions; effect; termination

Sec. 3. (a) A foreign corporation may register the foreign corporation's:

(1) name; or

(2) name with any addition required under IC 23-17-26-6;

if the name is distinguishable upon the records of the secretary of state as provided in section 1 of this chapter.

(b) A foreign corporation registers the foreign corporation's name, with any addition required under IC 23-17-26-6, by delivering to the secretary of state for filing an application setting forth:

(1) its name, or its name with any addition required by IC 23-17-26-6; and

(2) the state or country and date of its incorporation.

(c) The name is registered for the applicant's exclusive use upon the effective date of the application.

(d) A foreign corporation whose registration is effective may renew the registration for successive years by delivering to the secretary of state for filing a renewal application that complies with the requirements of subsection (b) between October 1 and December 31 of the preceding year. The renewal application renews the registration for the following year.

(e) A foreign corporation whose registration is effective may:

(1) qualify as a foreign corporation under that name; or

(2) consent in writing to the use of that name by:

(A) a domestic corporation subsequently incorporated under this article; or

(B) another foreign corporation subsequently authorized to transact business in Indiana.

The registration terminates when the domestic corporation is incorporated or the foreign corporation qualifies or consents to the qualification of another foreign corporation under the registered name.

As added by P.L.179-1991, SEC.1. Amended by P.L.277-2001, SEC.19.